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ACCOUNT NO. : 072100000032

REFERENCE : 526096 9364A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 155

ORDER DATE : December 22, 1999

ORDER TIME : 11:23 AM

ORDER NO. : 526096-005

400003078154--2

CUSTOMER NO: 9364A

CUSTOMER: Harry Ross, Esq
HARRY J. ROSS, ESQ.
HARRY J. ROSS, ESQ.
Sute 211
6100 Glades Road
Boca Raton, FL 33434

DOMESTIC FILING

NAME: FRONTIER HOLDINGS, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC 22 PM 1:48

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
FRONTIER HOLDINGS, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be **FRONTIER HOLDINGS, L.L.C.**
("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 2990 Military Trail, Suite 200, Boca Raton, Florida 33431.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are Harry J. Ross, Esquire, 6100 Glades Road, Suite 211, Boca Raton, Florida 33434.

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ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only with the majority consent of all the members, or as provided in the regulations.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the majority written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by majority vote of all the remaining members.

ARTICLE IX -- MANAGEMENT


The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain

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any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are

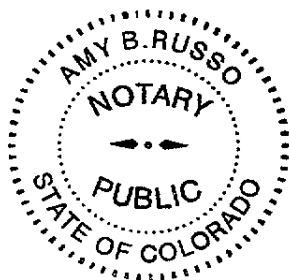
NAME	ADDRESS
LESTER B. COLODNY	2900 N. Military Trail, Boca Raton, Florida 33431
ROSLYN A. COLODNY	2900 N. Military Trail, Boca Raton, Florida 33431
PETER M. BURGESS	2900 N. Military Trail, Boca Raton, Florida 33431
RUSSELL T. COLODNY	2900 N. Military Trail, Boca Raton, Florida 33431
STACI I. RAYMOND	2900 N. Military Trail, Boca Raton, Florida 33431
COLFUND L.L.C.	2900 N. Military Trail, Boca Raton, Florida 33431

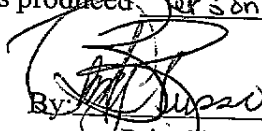
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Denver, Colorado on December 17, 1999.

By: 
LESTER B. COLODNY

STATE OF COLORADO
COUNTY OF Denver

SWORN TO AND SUBSCRIBED before me this 17th day of December, 1999, by LESTER COLODNY who is personally known to me or has produced Personally Known as identification.



By: 
Print Name: Amy B. Russo
NOTARY PUBLIC, STATE
COLORADO
Commission No:
Commission Expires

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TALLAHASSEE FLORIDA

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MY COMMISSION
EXPIRES
12/29/2002

EXHIBIT "A"

The initial capital contributed to the Company shall be \$10,000.00.

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**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

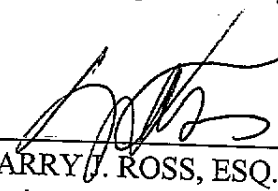
Under the provisions of F.S. 608.414 or 608.507, **FRONTIER HOLDINGS, L.L.C.**, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is **FRONTIER HOLDINGS, L.L.C.**
2. The name and street address of the registered agent in Florida are:

Harry J. Ross, Esquire
6100 Glades Road, Suite 211
Boca Raton, Florida 33434

The undersigned, being the person named in the articles of organization of **FRONTIER HOLDINGS, L.L.C.**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

By: _____


HARRY J. ROSS, ESQ.
Registered Agent

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